Articles of Incorporation of the Tulane Alumni Association

Article 1

NAME

The name of this corporation shall be the Tulane Alumni Association (“the Association”).

Article 2

PRINCIPAL OFFICE

The domicile and principal office of the Association shall be the Bea Field Alumni House, located at 6319 Willow Street, New Orleans, Louisiana 70118.

Article 3

MISSION

The Tulane Alumni Association, a vital member of the Tulane University (the “University”) community, is dedicated to advancing Tulane’s pursuit of its highest potential. The Association provides a forum for meaningful involvement and interaction among alumni, students and university leaders.

Article 4

PURPOSE

The Association is organized exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article 5

PERMITTED ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or to other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of the articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).
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Article 6  

DISSOLUTION

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article 7  

MEMBERSHIP

The Association is organized on a non-stock basis, and shall have members but no shareholders. Any person who shall have matriculated in one of the Colleges or Schools of Tulane University in a course of study leading to a degree and who shall have been graduated or shall have honorably withdrawn from the University after completing at least one (1) semester, and is eligible for further study, shall be a member of the Association. At its discretion, the Board of Directors may establish criteria for Honorary Memberships and approve such for deserving individuals. Except as expressly set forth herein, members of the Association shall not have voting rights.

Article 8  

DURATION AND APPLICABLE LAW

The Association shall have perpetual existence and shall have all of the powers granted to nonprofit corporations by the laws of the State of Louisiana, as now in effect or as hereafter amended.

Article 9  

BOARD OF DIRECTORS

Section 1. GOVERNMENT

The administration of the affairs of the Association shall be vested in a Board of Directors.

Section 2. COMPOSITION

The Board of Directors will consist of the following:

(a) One representative from each of the Colleges and Schools of Tulane University existing at the time of any annual election (“Constituent Groups”).

(b) Nine representatives from Tulane Clubs.

(c) Six representatives-at-large to be elected from the general membership.

(d) The Executive Committee of the Association.
(e) All past presidents, not otherwise holding office in the Association, who shall serve in an advisory capacity for life, ex-officio and without vote.

(f) The President of the Alumni Club, Association, or Society of each College or School of Tulane University, including the Newcomb Alumnae Association, not otherwise holding office in the Association, ex-officio and without vote.

Section 3. ELECTION OF DIRECTORS

The membership of the Board shall be staggered such that as close as possible to one half of each of the groups of directors (listed in Sections 2 a-f) will be elected each year. The list of Constituent Groups will be put in alphabetical order and numbered. Even numbered Constituency Groups will be filled in Year #1. Odd numbered Constituency Groups will be filled in Year #2.

Section 4. TERM OF BOARD MEMBERS

The term of office of all the members of the Board of Directors, except the officers, shall be two years. The term shall begin on July 1 of the year of election and end on June 30 two years thereafter. At least eight of the members of the Board must reside outside of the Parishes of Orleans, Jefferson, St. Bernard, and St. Tammany, Louisiana.

Section 5. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the officers, the Immediate Past President, Committee Chairs, and the Representative to the Board of Administrators. The Executive Committee shall be empowered to act for the Board of Directors in emergencies provided that a majority of all members of the Executive Committee must concur at a meeting called for that purpose, or may act by unanimous written consent.

Article 10

OFFICERS

Section 1. COMPOSITION

The officers of the Association shall consist of a President, a President-elect, a Vice-President, and a Secretary/Treasurer.

Section 2. ELECTION AND TERM

(a) The officers shall be elected by the existing Board of Directors at the annual meeting.

(b) Each officer’s term shall begin July 1 of the year of election and end on June 30 one year thereafter.

Section 3. ELIGIBILITY AND QUALIFICATIONS

The President of the Association, prior to his/her election, will have served as the immediate past President-elect. If the immediate past President-elect is unable to serve, the Nominating Committee will recommend to the Board of Directors the name of an individual who has previously served as an officer of the Association.
Section 4. NOMINATIONS

The Nominating Committee (see Article 9, Section 5) shall also submit to the Board of Directors names of qualified candidates for officers whose terms expire that year.

Article 11

CHIEF ADMINISTRATIVE OFFICE

The chief administrative officer of the University’s operating division responsible for alumni relations shall be the chief administrative officer of the Association.

Article 12

MEETINGS

ANNUAL MEETING

One regular meeting of the Association shall be designated as the annual meeting, the date of which shall be determined by the President of the Alumni Association, due notice of which shall be given at least 30 days in advance.

Article 13

TULANE CLUBS

The Board of Directors will encourage the formation of local Tulane Clubs in order to further the objective of the Association. From time to time, the Board of Directors may establish guidelines for the establishment of these organizations.

Article 14

PROCESS

The chief administrative officer of the Association shall be designated as the agent for service of process.

Article 15

LIABILITY

No member, officer or Board member of this Association shall be held individually liable or responsible for any contracts, debts, or faults of the Association, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or void or exposing a member to any individual liability whatsoever.
Article 16

BYLAWS

The Board of Directors may adopt, amend or repeal the Bylaws not inconsistent with the provisions of these Articles of Incorporation.

Article 17

AMENDMENTS

These Articles of Incorporation may be amended at the annual meeting of the Association by the vote of two-thirds of the members present, provided that notice in writing of such proposed amendments, or by publication in the official journal of the Association, shall be given to the members not less than 30 days prior to the meeting; and provided further that the proposed amendments shall have been approved and recommended by the Board of Directors.